

# MOORE & VAN ALLEN, PLLC

ATTORNEYS AT LAW

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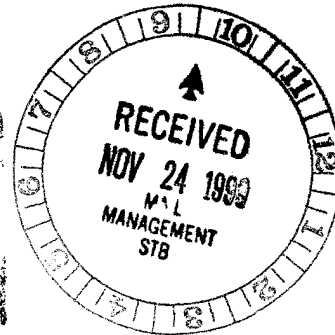
TELEPHONE 704-331-1000  
DIRECT DIAL 704 331-2444  
DIRECT FACSIMILE  
704-378-1944

November 23, 1999

**VIA UPS NEXT DAY AIR**

Secretary Vernon A. Williams  
Surface Transportation Board  
1925 K Street, NW  
Suite 700  
Washington, DC 20423

RECORDATION NO. 22550 FILED  
NOV 29 '99 11-00AM



**Re: Recordation of Memorandum of Lease, Lease Supplement and Security Interest dated November 12, 1999**

Dear Mr. Secretary:


Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is one (1) original Memorandum of Lease, Lease Supplement and Security Interest dated November 12, 1999. It is a primary document as defined in the Board's Rules for the Recordation of Documents.

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached hereto. Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the recordation fee.

Please return the stamped original document to the undersigned. A Business Reply Mail envelope is enclosed for your convenience. If you have any questions regarding these documents or this matter, please do not hesitate to contact me at (704) 331-2444.

Respectfully,

MOORE & VAN ALLEN, PLLC

  
Stephen D. Pillow  
Legal Assistant

sdp

Enclosures

cc: Todd A. Caraway, Esq. (without enclosures)

## **SCHEDULE I**

### **DESCRIPTION OF EQUIPMENT (November 12, 1999)**

**DESCRIPTION OF UNITS:** Fifty (50) used 13,500 gallon capacity, insulated, interior lined, exterior coiled tank cars.

**REPORTING MARKS:** TGOX

**CAR NUMBERS:** 1800 through 1849

# MOORE & VAN ALLEN, PLLC

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## FACSIMILE COVER SHEET

TO:

Robert Link  
Surface Transportation Board

FAX NUMBER:

(202) 565-9004

PHONE NUMBER:

FROM:

Stephen D. Pillow, Legal Assistant

DATE: November 29, 1999

TIME SENT: 11/37

USER #: 6299

CLIENT/MATTER: 018247/000070

TOTAL NUMBER OF PAGES INCLUDING COVER SHEET: 1

IF FAX IS ILLEGIBLE OR INCOMPLETE, PLEASE CALL mlk AT (704) 331-1171.

**REMARKS:** Transammonia, Inc. / First Union Commercial Corporation

Per our telephone conversation of this date, listed below are the notification addresses for the two parties involved in this transaction:

Transammonia, Inc.  
350 Park Avenue  
New York, New York 10022-6022

First Union Commercial Corporation  
c/o First Union Rail Corporation  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018

If I can be of further assistance, please contact me immediately at (704) 331-2444.

cc: Todd A. Caraway, Esq.

*The information contained in this facsimile message is attorney privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is wrongful and may subject you to civil liability. If you have received this communication in error, please immediately notify us by telephone, and return the original message to us at the above address via the U.S. Postal Service. Thank you.*

NOV 29 '99

11-00AM

**MEMORANDUM OF LEASE, LEASE SUPPLEMENT  
AND SECURITY INTEREST**

THIS MEMORANDUM OF LEASE, LEASE SUPPLEMENT AND SECURITY INTEREST dated as of November 12, 1999, is between FIRST UNION COMMERCIAL CORPORATION, a North Carolina corporation, as lessor (the "Lessor"), and TRANSAMMONIA, INC., a Delaware corporation, as lessee (the "Lessee").

WHEREAS, the Lessor and the Lessee have entered into that certain Equipment Lease Agreement dated as of November 12, 1999 (the "Lease Agreement") as supplemented by that Lease Supplement No. 1 dated as of November 12, 1999 (the "Lease Supplement;" the Lease Agreement as supplemented by the Lease Supplement, being referred to herein as the "Lease") between the Lessor and the Lessee, and placing under lease railcars bearing the car numbers as set forth on Schedule 1 attached hereto, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor;

WHEREAS, the Lessee under the Lease grants to Lessor a security interest in all items of Equipment set forth on Schedule 1 attached hereto, all replacements and substitutions therefor and all proceeds thereof;

NOW, THEREFORE, to secure the payment when and as due, and the performance when required, of the obligations of the Lessee under the Lease, the Lessee does hereby grant to the Lessor a security interest in the railcars bearing the car numbers as set forth on Schedule 1 hereto, all replacements and substitutions therefor and all proceeds thereof.

IN WITNESS WHEREOF, the parties wish to show for the public record the aforesaid Lease and grant of a security interest in the railcars bearing the car numbers as set forth on Schedule 1 hereto, all replacements and substitutions therefor and all proceeds thereof and accordingly have caused this Memorandum of Lease, Lease Supplement and Security Interest to be executed by their officers thereunto duly authorized, as of the date first above written. This memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

FIRST UNION COMMERCIAL  
CORPORATION, as Lessor

By:   
Name: PAUL W. VAN WIE  
Title: SENIOR VICE PRESIDENT

TRANSAMMONIA, INC., as Lessee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties wish to show for the public record the aforesaid Lease and grant of a security interest in the railcars bearing the car numbers as set forth on Schedule 1 hereto, all replacements and substitutions therefor and all proceeds thereof and accordingly have caused this Memorandum of Lease, Lease Supplement and Security Interest to be executed by their officers thereunto duly authorized, as of the date first above written. This memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

FIRST UNION COMMERCIAL  
CORPORATION, as Lessor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

TRANSAMMONIA, INC., as Lessee

By: Fred M. Lowenfeld  
Name: Fred M. Lowenfeld  
Title: Senior Vice President

STATE OF North Carolina)

) ss:

COUNTY OF Mecklenburg)

The foregoing Memorandum of Lease Agreement and Lease Supplement No. \_\_\_\_\_ was acknowledged before me, the undersigned Notary Public, in the County of Rowan, NC this 12th day of November, 1999 by Paul W. Van Wie, as Senior Vice President of FIRST UNION COMMERCIAL CORPORATION, a North Carolina corporation, on behalf of the corporation.



My commission expires: 11/30/2000

Linda Goble Baxter  
Notary Public

STATE OF \_\_\_\_\_)

) ss:

COUNTY OF \_\_\_\_\_)

The foregoing Memorandum of Lease Agreement and Lease Supplement No. \_\_\_\_\_ was acknowledged before me, the undersigned Notary Public, in the County of \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 1999 by \_\_\_\_\_, as \_\_\_\_\_ of TRANSAMMONIA, INC., a \_\_\_\_\_ corporation, on behalf of the corporation.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

[Notarial Seal]

STATE OF \_\_\_\_\_ )  
 ) ss:  
COUNTY OF \_\_\_\_\_ )

The foregoing Memorandum of Lease Agreement and Lease Supplement No. \_\_\_\_\_ was acknowledged before me, the undersigned Notary Public, in the County of \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 1999 by \_\_\_\_\_, as \_\_\_\_\_ of FIRST UNION COMMERCIAL CORPORATION, a North Carolina corporation, on behalf of the corporation.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

[Notarial Seal]

STATE OF \_\_\_\_\_ )  
 ) ss:  
COUNTY OF \_\_\_\_\_ )

The foregoing Memorandum of Lease Agreement and Lease Supplement No. \_\_\_\_\_ was acknowledged before me, the undersigned Notary Public, in the County of NEW YORK this 11th day of NOVEMBER, 1999 by FRANK M. LOUBERTUS as senior vice president of TRANSAMMONIA, INC., a DELAWARE corporation, on behalf of the corporation.

  
\_\_\_\_\_  
Notary Public

My commission expires: 11/22/99

[Notarial Seal]

LOUIS EPSTEIN  
Notary Public, State of New York  
No. 02EP5020602  
Qualified in New York County  
Commission Expires 11/22/99



## **SCHEDULE 1**

### **Schedule of Equipment**

Fifty (50) used 13,500 gallon capacity, insulated, interior lined, exterior coiled tank cars numbered TGOX 1800 - 1849 inclusive.